

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	: Chapter 11
	:
	: Case No. 14-11691 (SCC)
FL 6801 SPIRITS LLC, <i>et al.</i> ,	:
	: (Jointly Administered)
Debtors.	:
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	:
NORTH CARILLON BEACH CONDOMINIUM	:
ASSOCIATION, INC.,	:
	:
Plaintiff,	:
	:
vs.	: Adv. Pro. Case No. 16-01259 (SCC)
	:
Z CAPITAL PARTNERS, LLC; Z CAPITAL	:
FLORIDA RESORT, LLC; NORTH BEACH	:
DEVELOPMENT, LLC; CARILLON HOTEL AND	:
SPA MASTER ASSOCIATION, INC.; SOUTH	:
CARILLON BEACH CONDOMINIUM	:
ASSOCIATION, INC.; and CENTRAL CARILLON	:
BEACH CONDOMINIUM ASSOCIATION, INC.,	:
	:
Defendants.	:
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**ORDER GRANTING MOTION TO ABSTAIN, GRANTING LEAVE TO AMEND
COMPLAINT, AND DENYING MOTION TO DISMISS**

Upon the motion (the “Abstention Motion”)¹ of the North Carillon Beach Condominium Association (the “NCBCA”) for an order abstaining from adjudicating the Adversary Complaint; and Z Capital Partners, LLC and Z Capital Florida Resort, LLC (“Z Capital”) having filed the Motion to Dismiss North Carillon Beach Condominium Association, Inc.’s Adversary Complaint (the “Motion to Dismiss,” and together with the Abstention Motion the “Motions”), the Bankruptcy Court having jurisdiction to consider the Motions and the relief requested therein

¹ Capitalized terms not otherwise defined herein shall have the meaning ascribed thereto in the Abstention Motion or the Motion to Dismiss.

pursuant to 28 U.S.C. §§ 157 and 1334; consideration of the Motions and the relief requested therein being a core proceeding pursuant to § 157(b); venue being proper in this District and before this Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409; service and notice of the Motions having been adequate and appropriate under the circumstances and no other or further notice is required; and after due deliberation and sufficient cause appearing therefore; and a hearing having been held on January 23, 2017 (the “Hearing”); and the Court having made certain preliminary rulings on the Motions at the Hearing (the “Ruling”); and the Court having instructed the parties to confer on the form of a revised complaint to be submitted by NCBCA that would comply with the Ruling; and the parties having conferred; and for the reasons stated on the record at the Hearing and set forth herein the Court orders, adjudges, and decrees that:

1. The Abstention Motion is granted as set forth herein.
2. NCBCA is granted leave to amend the complaint initiating the above-captioned adversary proceeding, in the form attached hereto as Exhibit 1 (the “Revised Complaint”), pursuant to Federal Rule of Civil Procedure 15(a)(2), as made applicable to this proceeding by Bankruptcy Rule 7015 and the Adversary Complaint is deemed amended as set forth in the Revised Complaint, which amendment includes the dismissal with prejudice of Counts I and II as asserted in the Adversary Complaint.
3. The Court abstains from the exercise of jurisdiction over the claims set forth in the Revised Complaint.
4. Subject to the following decretal paragraph, NCBCA is authorized to assert directly or by way of counterclaim or crossclaim the claims alleged in the Revised Complaint.
5. No further or additional claims, counterclaims, or crossclaims not raised in the Revised Complaint may be raised by NCBCA or Z Capital in any other forum that directly and

specifically conflict with (a) the findings contained in the Sale Order or (b) the sale of the Debtors' property authorized pursuant to the Sale Order.

6. The Motion to Dismiss is hereby denied as moot or otherwise overruled.

7. Nothing herein shall authorize or permit the assertion of claims that constitute a collateral attack on the Sale Order. For the avoidance of doubt, (i) any claim based in any way on withdrawal of an objection to the Sale or entry of the Sale Order, whether as an alleged wrong or as a basis for damages, is precluded and (ii) the Property was sold pursuant to the Declarations, subject to applicable Florida law.

8. The Court shall retain jurisdiction solely to resolve any future disputes in connection with this Order.

Dated: June 28, 2017
New York, New York

/S/ Shelley C. Chapman
HONORABLE SHELLEY C. CHAPMAN
UNITED STATES BANKRUPTCY JUDGE